

**EXHIBIT D**

**Exhibit D-1**

**Company Confirmation**

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**From:** Melissa Leonard  
**Sent:** Friday, June 30, 2023 2:05 PM  
**To:** DeFranceschi, Daniel J.  
**Cc:** Gross, Kevin  
**Subject:** RE: Lordstown Chapter 11 Case

**\* EXTERNAL EMAIL \***

Dan:

Confirmed.

Regards,  
Melissa

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**From:** DeFranceschi, Daniel J. <[defranceschi@RLF.com](mailto:defranceschi@RLF.com)>  
**Sent:** Friday, June 30, 2023 1:32 PM  
**To:** Melissa Leonard [REDACTED]  
**Cc:** DeFranceschi, Daniel J. <[defranceschi@RLF.com](mailto:defranceschi@RLF.com)>; Gross, Kevin <[gross@rlf.com](mailto:gross@rlf.com)>  
**Subject:** Lordstown Chapter 11 Case

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Melissa,

I hope this finds you well.

I write further to my firm's engagement letter ( a copy of which is attached for your convenience) and the conflict waiver that Lordstown Motors Corp. et al. granted thereunder. Therein, my partner Kevin Gross referred to cases pending in the Delaware District Court and the Delaware Court of Chancery. With regard to the Court of Chancery, the letter specifically referred to the case bearing case number 2021-1066, but inadvertently did not specifically refer to another filed case in the Court of Chancery bearing case number 2021-1049, in which other attorneys at RLF similarly represent the Chancery Defendants (as defined in our engagement letter). I therefore write to confirm our understanding that the waivers that were granted under our engagement letter similarly extend to case no. 2021-1049, to the same extent as under the waivers provided under our engagement letter.

Please let me know if you have question about this matter or want to discuss.

I also would appreciate if you would confirm your acceptance by return email.

My best regards,

Dan

Daniel J. DeFranceschi

Richards, Layton & Finger  
920 N. King Street  
Wilmington, Delaware 19801  
Direct Dial 302-651-7816  
Mobile 484-753-4861  
[defranceschi@rlf.com](mailto:defranceschi@rlf.com)

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**Exhibit D-2**

**Director Confirmation – Hanaway**

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**From:** Judith Hannaway [REDACTED]  
**Sent:** Wednesday, July 19, 2023 5:54 PM  
**To:** DiCamillo, Raymond J. <DiCamillo@RLF.com>  
**Subject:** Re: Lordstown Conflict Waiver

\* EXTERNAL EMAIL \*

I confirm

On Jul 19, 2023, at 3:05 PM, DiCamillo, Raymond J. <[DiCamillo@rlf.com](mailto:DiCamillo@rlf.com)> wrote:

Dear all,

I write regarding the conflict waivers that each of you granted in connection with our firm's representation of Lordstown Motor Corporation and affiliated entities in their pending bankruptcy cases in the Delaware Bankruptcy Court. In those waivers, I referred to cases pending in the Delaware District Court and the Delaware Court of Chancery. With regard to the Court of Chancery, I specifically referred to the case bearing case number 2021-1066 (which is the case filed by Bernstein Litowitz which is being actively litigated), but I inadvertently did not specifically refer to another filed case in the Court of Chancery bearing case number 2021-1049 (which is a derivative case similar to the federal cases which is stayed), in which we similarly represent each of you. I therefore write to confirm our understanding that the waivers that you have granted similarly extend to case no. 2021-1049, to the same extent as under the waivers you have provided in connection with our firm's representation of Lordstown Motor Corporation and affiliated entities in their pending bankruptcy cases in the Delaware Bankruptcy Court.

Please let me know if you have question about this matter or want to discuss. I also would appreciate if you would confirm your acceptance by return email.

Raymond J. DiCamillo  
Richards, Layton & Finger, P.A.  
[dicamillo@rlf.com](mailto:dicamillo@rlf.com)  
302-651-7786 (direct)  
302-584-8821 (cell)

920 North King Street  
Wilmington, Delaware 19801  
[www.rlf.com](http://www.rlf.com)

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**Exhibit D-3**

**Director Confirmation – Hash, Walsh, Richardson, Hamamoto**



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**From:** David Hamamoto [REDACTED]  
**Sent:** Wednesday, July 19, 2023 6:08 PM  
**To:** Andrew Richardson [REDACTED]  
**Cc:** Walsh, Mark [REDACTED]; stevehash [REDACTED]; DiCamillo, Raymond J. <DiCamillo@RLF.com>; judhanna [REDACTED]  
**Subject:** Re: [EXTERNAL]:RE: Lordstown Conflict Waiver

\* EXTERNAL EMAIL \*

Confirmed

Sent from my iPhone

On Jul 19, 2023, at 5:20 PM, Andrew Richardson [REDACTED] wrote:

Confirmed.

On Jul 19, 2023, at 2:57 PM, Walsh, Mark [REDACTED] wrote:

confirmed 

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**From:** [REDACTED] <[stevehash@RLF.com](mailto:stevehash@RLF.com)>  
**Sent:** Wednesday, July 19, 2023 4:57:10 PM  
**To:** 'DiCamillo, Raymond J.' <[DiCamillo@RLF.com](mailto:DiCamillo@RLF.com)>; [REDACTED]  
**Subject:** [EXTERNAL]:RE: Lordstown Conflict Waiver

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Confirmed

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**From:** DiCamillo, Raymond J. <[DiCamillo@RLF.com](mailto:DiCamillo@RLF.com)>  
**Sent:** Wednesday, July 19, 2023 3:01 PM

To: [REDACTED]  
[REDACTED]

**Subject:** Lordstown Conflict Waiver

Dear all,

I write regarding the conflict waivers that each of you granted in connection with our firm's representation of Lordstown Motor Corporation and affiliated entities in their pending bankruptcy cases in the Delaware Bankruptcy Court. In those waivers, I referred to cases pending in the Delaware District Court and the Delaware Court of Chancery. With regard to the Court of Chancery, I specifically referred to the case bearing case number 2021-1066 (which is the case filed by Bernstein Litowitz which is being actively litigated), but I inadvertently did not specifically refer to another filed case in the Court of Chancery bearing case number 2021-1049 (which is a derivative case similar to the federal cases which is stayed), in which we similarly represent each of you. I therefore write to confirm our understanding that the waivers that you have granted similarly extend to case no. 2021-1049, to the same extent as under the waivers you have provided in connection with our firm's representation of Lordstown Motor Corporation and affiliated entities in their pending bankruptcy cases in the Delaware Bankruptcy Court.

Please let me know if you have question about this matter or want to discuss. I also would appreciate if you would confirm your acceptance by return email.

Raymond J. DiCamillo  
Richards, Layton & Finger, P.A.  
[dicamillo@rlf.com](mailto:dicamillo@rlf.com)  
302-651-7786 (direct)  
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Wilmington, Delaware 19801  
[www.rlf.com](http://www.rlf.com)

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